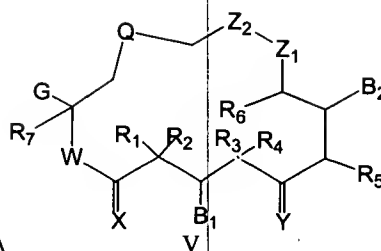


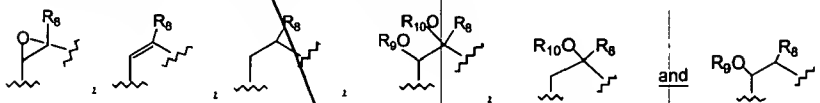
- 2 -

B²
B¹
cont

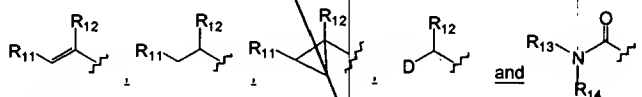


wherein

Q is selected from the group consisting of



G is selected from the group consisting of alkyl, substituted alkyl, [substituted or unsubstituted] aryl, substituted aryl, heterocyclo,



W is O or N R₁₅;

X is O or H, H;

Y is selected from the group consisting of O, H, OR₁₆; OR₁₇, OR₁₇; NOR₁₈; H, NOR₁₉; H, NR₂₀R₂₁; H, H; [or] and CHR₂₂; wherein OR₁₇, OR₁₇ can be a cyclic ketal;

Z₁[,] and Z₂ are independently selected from the group consisting of CH₂, O, NR₂₃, S, [or] and SO₂, wherein only one of Z₁ and Z₂ can be a heteroatom;

B₁ and B₂ are independently selected from the group consisting of OR₂₄, [or] OCOR₂₅, [or] and O-C(=O)-NR₂₆R₂₇ [O₂CNR₂₆R₂₇], and when B₁ is H and Y is OH, H, they can form a six-membered ring ketal or acetal;

D is selected from the group consisting of NR₂₈R₂₉, NR₃₀COR₃₁ [or] and saturated heterocycle;

R₁, R₂, R₃, R₄, R₅, R₆, R₇, R₁₃, R₁₄, R₁₈, R₁₉, R₂₀, R₂₁, R₂₂, R₂₆[,] and R₂₇ are selected from the group consisting of H, alkyl, substituted alkyl, [or] and aryl, and when R₁ and R₂ are alkyl can be joined to form a cycloalkyl[,], and when R₃ and R₄ are alkyl can be joined to form a cycloalkyl;

R₉, R₁₀, R₁₆, R₁₇, R₂₄, R₂₅[,] and R₃₁ are selected from the group consisting of H, alkyl, [or] and substituted alkyl;

Q

A2
B1
Cont

R₈, R₁₁, R₁₂, R₂₈, R₃₀, R₃₂, and R₃₃[, and R₃₀] are selected from the group consisting of H, alkyl, substituted alkyl, aryl, substituted aryl, cycloalkyl[, or] and heterocyclo;

R₁₅, R₂₃ and R₂₉ are selected from the group consisting of H, alkyl, substituted alkyl, aryl, substituted aryl, cycloalkyl, heterocyclo, R₃₂C=O, R₃₃SO₂, hydroxy, O-alkyl or O-substituted alkyl; and

the pharmaceutically acceptable salts thereof and any hydrates, solvates or geometric, optical and stereoisomers thereof[.];

with the proviso that compounds wherein

W and X are both O; and

R₁, R₂[,] and R₇[,] are H; and

R₃, R₄[,] and R₆[,] are methyl; and

R₈[,] is H or methyl; and

Z₁[,] and Z₂[,] are CH₂; and

G is 1-methyl-2-(substituted-4-thiazolyl)ethenyl; and

Q is as defined above

are excluded.

In claim 3, lines 26-28 on page 63, delete the close bracket at the end of line 28.

In claim 3, lines 14-16 on page 64, insert an open bracket at the beginning of line 14.

In claim 3, lines 22-24 on page 65, delete the close bracket at the end of line 24.

In claim 3, lines 9-10 on page 67, delete the period at the end of line 10 and insert --;--.

In claim 3, lines 12-14 on page 67, delete the period at the end of line 14 and insert --;--.

In claim 3, lines 16-18 on page 67, delete the period at the end of line 18 and Insert --;--.

Sch
C2
Q3

4. (Amended) A method of treating cancer in a patient in need of said treatment which comprises providing an effective amount of a compound of claim 1 [to said patient].

5. (Amended) A method of treating hyperproliferative cellular disease in a patient in need of such treatment which comprises providing an effective amount of a compound of claim 1 [to said patient].

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